

Nov 24 03 03:37p

R J Britton PR

9414080722

p. 1

Division of Corporations

Page 1 of 1

P03000138908

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000323764 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ANDREW J. BRITTON, P.A.
Account Number : I19990000131
Phone : (941)408-8008
Fax Number : (941)408-0722

03 NOV 24 PM 12:36

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Grand Venetian Aviation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

F. CHESSE

NOV 24

(((H03000323764 3)))

**ARTICLES OF INCORPORATION
OF
GRAND VENETIAN AVIATION, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 NOV 24 PM 12:36

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME; ADDRESS

The name of the corporation shall be Grand Venetian Aviation, Inc., and the principal place of business and mailing address of this corporation shall be 100 Airport Avenue, Venice, FL 34285.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the State of Florida, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of marketing; to engage in activities which

(((H03000323764 3)))

((H03000323764 3)))

are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.0302 of the Act.

ARTICLE 4. STOCK

The corporation shall have authority to issue 25,000,000 shares of common stock with a par value of \$.001 per share, and 5,000,000 shares of preferred stock with a par value of \$.001.

4.1 Prohibition of Issue of Shares for Other Than Money or Property

Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all Shareholders.

4.2 Restrictions on Transfer of Stock. If any two or more Shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the rights of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be

((H03000323764 3)))

entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 5. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 100 Airport Avenue, Venice, FL 34285, and the name of the initial registered agent of the corporation at such address is Peter Voghel.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of two members. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Carrll S. Burr, III	100 Airport Ave. Venice, FL 34285
Peter Voghel	100 Airport Ave. Venice, FL 34285

ARTICLE 7. INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter Voghel	100 Airport Ave. Venice, FL 34285

((H03000323764 3)))

((H03000323764 3)))

ARTICLE 8. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of Board of Directors.

Bylaws. The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, but the affirmative vote of two-thirds (2/3) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the Directors of the Corporation is interested in or is a Director or Officer of another corporation, or (b) the fact that any Director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a Director of the corporation is hereby relieved from any liability

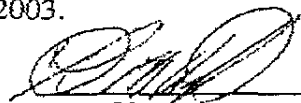
((H03000323764 3)))

((H03000323764 3)))

that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

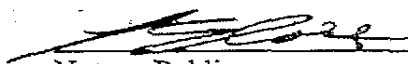
IN WITNESS WHEREOF, the undersigned, being the incorporator(s) of the corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 18th day of November, 2003.


Peter Voghel

STATE OF FLORIDA
COUNTY OF SARASOTA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Peter Voghel personally known to me or who did produce _____ as identification, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 18 day of November 18, 2003.


Notary Public

My Commission expires:

Leslie Elliott
Name Printed



((H03000323764 3)))

Nov 24 03 03:38p

R J Britton PA

9414080722

P.7

((H03000323764 3)))

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Peter Voghel

Date: 11/19/03

z:\b\corp\harrigan\venetian\articles.inc

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 NOV 24 PM 12:36

((H03000323764 3)))